

CERTIFICATE OF MERGER

OF

CARIBE GE DISTRIBUTION COMPONENTS, INC.

WITH AND INTO

CARIBE GE INTERNATIONAL ELECTRIC METERS CORP.

The undersigned corporation organized and existing under and by virtue of the Delaware General Corporation Law of the State of Delaware, does hereby certify:

FIRST: The names and jurisdiction of incorporation of each of the constituent corporations of the merger are as follows:

NAME

JURISDICTION OF INCORPORATION

Caribe GE Distribution Components, Inc.      Delaware  
("Components")

Caribe GE International Electric Meters Corp.      Puerto Rico  
("Meters")

SECOND: The Agreement of Merger and Plan of Reorganization, dated April 23, 2001 (the "Agreement of Merger") was approved, adopted, executed, certified and acknowledged by each of the constituent corporations in accordance with the requirements of the Delaware General Corporation Law and has been duly adopted by a majority of the stockholders of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law, and in the case of Meters, also in accordance with the applicable provisions of the Puerto Rico General Corporation Law of 1995.

THIRD: Meters shall be the surviving corporation.

FOURTH: The articles of incorporation of Meters shall be the articles of incorporation of the surviving corporation.

FIFTH: A copy of the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, which is located at Minnallas Industrial Park, Rd 174 101, Bayamon, Puerto Rico 00959.


SIXTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost to any stockholder of any constituent corporation.

SEVENTH: Caribe GE International Electric Meters Corp., as the surviving corporation, agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Caribe GE Distribution Components, Inc., as well as for enforcement of any obligation of the surviving corporation arising from the merger, and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which the Secretary of State of the State of Delaware shall mail a copy of such process is: Caribe GE International Electric Meters Corp., Minnallas Industrial Park, Rd 174 101, Bayamon, Puerto Rico 00959.

IN WITNESS WHEREOF, Caribe GE Distribution Components has caused this Certificate of Merger to be executed by its President and Secretary, this 23<sup>rd</sup> day of April, 2001.

CARIBE GE DISTRIBUTION  
COMPONENTS, INC.

By:

  
Name: JEFF SOMMER  
Title: President

By:

  
Name: AMIR LASTEA  
Title: Secretary